

OFFICIAL FILE
ILLINOIS COMMERCE COMMISSION

ORIGINAL

ILLINOIS
COMMERCE COMMISSION

FEB 9 10 08 AM '00

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION DEPT. CLERK'S OFFICE

Illinois Commerce Commission)
On Its Own Motion)
-vs-)
World Communications, Inc.)
Citation for failure to file Annual Report)

Docket No. 00-0102

Motion
PETITION FOR WITHDRAWAL OF CERTIFICATE OF SERVICE AUTHORITY

Now comes PhoneTel Technologies Inc. ("Petitioner") an Ohio Corporation, and respectfully requests this Honorable Commission to withdraw the certificate of service authority of World Communications, Inc. ("World") to provide intrastate telecommunications services. The facts and circumstances surrounding this petition are as follows:

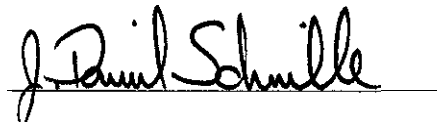
- 1.) World Communications is a telecommunications carrier as defined in Section 13-202 of the Public Utilities Act and was granted a certificate of service authority to provide intrastate telecommunications services.
- 2.) Petitioner is an Ohio Corporation with its principal offices located at North Point Tower, 7th Floor, 1001 Lakeside Avenue, Cleveland, Ohio 44114. Petitioner's telephone number is (216) 241-2555.
- 3.) On or about December 10, 1997 World failed to be in existence as a result of its merger with Petitioner. A copy of the Certificate of Merger is attached hereto as exhibit A.
- 4.) As a result of said merger, World did not file a 1998 Annual Report with the Illinois Commerce Commission ("Commission") by March 31, 1999 as

required by Section 5-109 of the Public Utilities Act and 83 Ill. Adm. Code 210.

- 5.) On or about September 14, 1999 Petitioner received a letter from the Commission concerning World's failure to file its Annual Report.
- 6.) On or about January 4, 2000 Petitioner sent a letter to the Commission informing the Commission of World's merger with Petitioner and requested the Commission to cause the removal of World's certificate.
- 7.) On or about January 28, 2000 Petitioner received a Citation Order from the Illinois Commerce Commission ordering World to appear and show cause why the Commission should not suspend World's certificate of service authority.
- 8.) In an effort to have the World's certificate of service authority formally removed, Petitioner has filed said petition.

For the foregoing reasons, Petitioner respectfully requests this Honorable Commission to withdraw the certificate of service authority of World to provide intrastate telecommunications services. Furthermore, Petitioner respectfully requests that this Petition be consolidated with the matter already initiated by the Commission.

Respectfully Submitted,

A handwritten signature in black ink, reading "J. Daniel Scharville", is written over a horizontal line.

J. Daniel Scharville
Staff Attorney

STATE OF OHIO)
)
COUNTY OF CUYAHOGA)

Before me, a Notary Public, in and for said county and state, personally appeared above named J. Daniel Scharville, who acknowledged that he did sign the foregoing and that the same is his free hand and deed.

In testimony Whereof, I have unto set my hand and official seal at Cleveland,
Ohio this 8th day of February, 2000.



Jeffrey S. Sobieski
Notary Public

My commission has no expiration.



06093-0472

EXHIBIT A

Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

Approved [Signature]
Date 12/10/97
Fee 50

97121106901

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

PhoneTel Technologies, Inc.

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: _____

(only if the name of surviving entity is changing through the merger)

(complete)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

☒ Domestic (Ohio) corporation

☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.

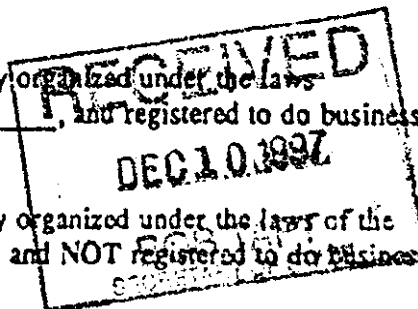
☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.

☐ Domestic (Ohio) limited liability company

☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

☐ Domestic (Ohio) limited partnership, registration number _____



- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: (if individuals seek to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign or (if not listed previously, please include registration numbers)

Name	State/Country or Organization	Type of Entity	
Payphones of America, Inc.	Ohio	corporation	947227 112
Paramount Communication Systems, Inc.	Florida	corporation	938739 FL
London Communications, Inc.	Georgia	corporation	867122 FL
World Communications, Inc.	Missouri	corporation	934310 FL
Northern Florida Telephone Corporation	Florida	corporation	934303 FL
Public Telephone Corporation	Indiana	corporation	934311 FL

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
Tammy Martin, general counsel	c/o PhoneTel Technologies, Inc. 650 Statler Office Tower, 1127 Euclid Avenue (street and number) Cleveland, Ohio 44115-1601 (city, village or township) (State) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On _____ (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name

Address

(complete street address)

(city, village or township)
(zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

 Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed Surviving entity.

VIII. Amendments n/a

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

(name)

(street and number)

(city, village or township)

_____, Ohio

(zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed)

a. The name of the limited liability company in its state of organization/registration is _____

b. The name under which the limited liability company desires to transact business in Ohio is _____

c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
month day year

d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:- _____

- 2 Foreign Qualifying Limited Partnership
(If the qualifying entity is a foreign limited partnership, the following information must be completed)

3. The name of limited partnership is _____

- b. The limited partnership was formed on _____
_____ day _____ year
under the laws of the state/country of _____
- c. The address of the office of the limited partnership in its state/country of organization is _____

- d. The limited partnership's principal office address is _____

- e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name

Address

_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

- f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

06093-0477

The undersigned constituent entities have caused this certificate of interest to be signed by its duly authorized officers, partners and representatives on the dates stated below.

Phonafax Technologies, Inc.

exact name of entity

By: [Signature]

Its: PETER GRAF, CHAIRMAN, CEO

Date: 12/01/97

Payphones of America, Inc.

exact name of entity

By: [Signature]

Its: PETER GRAF, CHAIRMAN, CEO

Date: 12/01/97

Paramount Communication Systems, Inc.

exact name of entity

By: [Signature]

Its: PETER GRAF, CHAIRMAN, CEO

Date: 12/01/97

Lon'on Communications, Inc.

exact name of entity

By: [Signature]

Its: PETER GRAF, CHAIRMAN, CEO

Date: 12/01/97

World Communications, Inc.

exact name of entity

By: [Signature]

Its: PETER GRAF, CHAIRMAN, CEO

Date: 12/01/97

Northern Florida Telephone Corporation

exact name of entity

By: [Signature]

Its: PETER GRAF, CHAIRMAN, CEO

Date: 12/01/97

Public Telephone Corporation

exact name of entity

By: [Signature]

Its: PETER GRAF, CHAIRMAN, CEO

Date: 12/01/97

exact name of entity

By: _____

Its: _____

Date: _____

exact name of entity

By: _____

Its: _____

Date: _____

exact name of entity

By: _____

Its: _____

Date: _____

(Please print full legal name of the board, the president, vice president, secretary or an authorized secretary listed with an address of each constituent corporation, and at least one general partner listed with an address of each constituent limited partnership. If applicable, space for signature, a reference line should be attached containing each signature.)